

# Union Pacific Corporation



2-296A001

Jack E. Jerrett  
Senior Corporate Attorney

October 20, 1992

## FEDERAL EXPRESS

Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, DC 20423

9130-B  
OCT 22 1992 10 AM  
INTERSTATE COMMERCE COMMISSION

Re: Union Pacific Railroad  
Equipment Trust No. 2 of 1978

Dear Mr. Strickland:

Enclosed please find an original and three counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of October 8, 1992, by Chase Manhattan Bank, N.A., as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 9030.

I have enclosed a fee of \$16. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed.

Sincerely,

*Jack Jerrett*

JEJ:ccm  
Enclosures  
cc: Robert E. Bartos

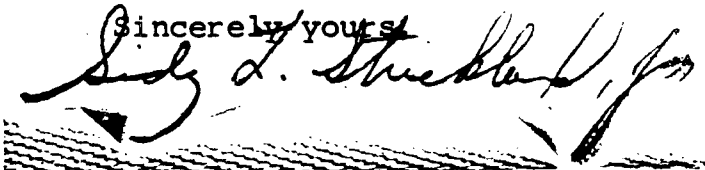
**Interstate Commerce Commission**  
Washington, D.C. 20423

10/22/92

OFFICE OF THE SECRETARY

Jack E. Jerrett  
Union Pacific Corporation  
Martin Tower,  
Eighth & Eaton Avenue  
Bethlehem, PA. 18018  
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/22/92 at 9:50am, and assigned re-recording number(s). 9030-B

Sincerely yours,  
  
Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

BILL OF SALE  
AND  
DECLARATION OF PAYMENT

9030-B  
OCT 21 1992 11 52 AM  
PROPERTY RECORDS COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and The Chase Manhattan Bank (National Association), a national banking association, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of October 1, 1977, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on October 7, 1977 and assigned Recordation No. 9030; and a First Supplemental Agreement, dated as of March 16, 1989, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 3, 1989 and assigned Recordation No. 9030-A (the Equipment Trust Agreement, as amended by such Supplemental Agreement, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$24,000,000.00 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1978 Equipment Trust Certificates; and

WHEREAS, on October 1, 1992, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the

Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all of the terms and conditions stipulated in the Agreement have been fully performed and all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 8<sup>th</sup> day of October, 1992.

THE CHASE MANHATTAN BANK  
(National Association),  
As Trustee

By: \_\_\_\_\_

*[Handwritten signature]*

Attest:

*[Handwritten signature]*

STATE OF NEW YORK

)


) ss.:

COUNTY OF ~~NEW YORK~~

)

On this 8<sup>th</sup> day of OCTOBER, 1992, before me personally appeared Janice Tolve, to me personally known, who being by me duly sworn, said that he or she is a Second Vice President of The Chase Manhattan Bank (National Association), the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



  
\_\_\_\_\_  
Notary Public

**JOSEPHINE MANNINO**  
Notary Public, State of New York  
No. 4979089  
Qualified in Suffolk County  
Certificate Filed in New York County  
Certificate Filed in Kings County  
Commission Expires March 18, 1993

**Schedule A**

**UNION PACIFIC RAILROAD COMPANY  
EQUIPMENT TRUST AGREEMENT DATED OCTOBER 1, 1977  
DESCRIPTION OF EQUIPMENT AS OF AUGUST 31, 1992**

**SD 40-2 DIESEL LOCOMOTIVES**

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UP3439--UP3481, Inclusive

UP3483--UP3488, Inclusive

**BI-LEVEL AUTORACKS**

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UP8098--UP8103, Inclusive